

J29408

ARMSTRONG & MEJER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

SUITE III DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

December 30, 1997

Florida Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, Florida 32399

Re: InSource, Inc.

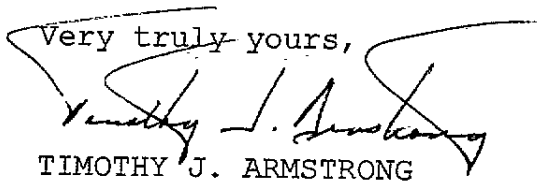
200002387212--8
-12/31/97--01051--011
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed are original Articles of Merger and Plan of Merger for InSource, Inc. and Pennekamp Insurance Agency, Inc. We have included our check in the amount of \$70.00 to file these documents. We have provided a self-addressed stamped envelope for your convenience. If you have questions or directions, please contact me.

We appreciate your consideration.

Very truly yours,


TIMOTHY J. ARMSTRONG

TJA/ik

Enclosure

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VS FEB 4 1998

Menger

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

PENNEKAMP INSURANCE AGENCY, INC., a Florida corporation, 223457

INTO

INSOURCE, INC., a Florida corporation, J29408.

File date: February 3, 1998

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 9, 1998

TIMOTHY J. ARMSTRONG
SUITE 1111 DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FL 33134

SUBJECT: INSOURCE, INC.
Ref. Number: J29408

RECEIVED
98 JAN 23 AM 10:09
DIVISION OF CORPORATIONS

We have received your document for INSOURCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00001228

ARMSTRONG & MEJER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

SUITE IIII DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

January 22, 1998

VIA FEDERAL EXPRESS
PERSONAL & CONFIDENTIAL

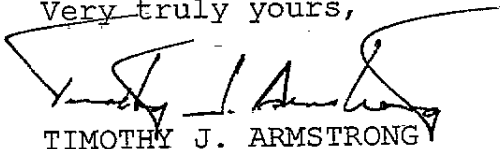
Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, FL 32399

Attn: Ms. Velma Shepard

Dear Ms. Shepard:

Pursuant to your letter dated January 9, 1998, which is attached, enclosed are the corrected Articles of Merger and Plan of Merger. If you have any questions, please do not hesitate to contact me.

Very truly yours,



TIMOTHY J. ARMSTRONG

TJA:ea

Enclosure
liz\98LTRS\97-3115-001



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 27, 1998

TIMOTHY J. ARMSTRONG
SUITE 1111 DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FL 33134

SUBJECT: INSOURCE, INC.
Ref. Number: J29408

We have received your document for INSOURCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00004563

ARMSTRONG & MEJER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

TELEPHONE (305) 444-3355
TELECOPIER (305) 442-4300

SUITE III DOUGLAS CENTRE
2600 DOUGLAS ROAD
CORAL GABLES, FLORIDA 33134

January 30, 1998

VIA FEDERAL EXPRESS
PERSONAL & CONFIDENTIAL

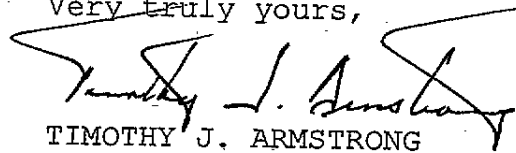
Secretary of State
Division of Corporations
Amendment Section
409 E. Gaines St.
Tallahassee, FL 32399

Attn: Ms. Velma Shepard

Dear Ms. Shepard:

Pursuant to your letter dated January 27, 1998, which is attached, enclosed are the corrected Articles of Merger and Plan of Merger. If you have any questions, please do not hesitate to contact me.

Very truly yours,



TIMOTHY J. ARMSTRONG

RECEIVED
FEB -3 AM 8:
DIVISION OF CORPORATIONS
TJA:ea

Enclosure
liz\98LTRS\97-3115-002

ARTICLES OF MERGER

Pursuant to the applicable Florida Statutes, InSource, Inc., a Florida corporation, submits the following Articles of Merger for filing.

FILED
98 FEB -3 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The parties to the merger are: InSource, Inc. and Pennekamp Insurance Agency, Inc. Shareholders of InSource, Inc. approved and adopted the Plan of Merger on August 18, 1997. Shareholders of Pennekamp Insurance Agency, Inc. approved and adopted the Plan of Merger on August 25, 1997. The Surviving Corporation is InSource, Inc.

2. Terms and conditions of the merger are:

(a) Pennekamp Insurance Agency, Inc. shall merge into and consolidate with the Surviving Corporation. On December 31, 1997, Pennekamp Insurance Agency, Inc., shall cease to exist and shall no longer exercise powers, privileges, and franchises under the laws of the State of Florida, its state of incorporation. The Surviving Corporation shall succeed to and acquire the property and assets; exercise all powers, privileges, and franchises; and assume and be liable for all debts and liabilities of the merged corporations.

(b) The State of Incorporation of the Surviving Corporation shall be and remain the State of Florida.

(c) The officers and directors of the Surviving Corporation shall be those persons named in paragraph 2(c) of the attached Plan of Merger.

3. The number of shares of the parties to the Plan of


Merger issued an outstanding are: Pennekamp Insurance Agency, Inc.
- 100; InSource, Inc. - 100.

4. Shares of Pennekamp Insurance Agency, Inc. shall not be converted into shares of the Surviving Corporation. Authorized stock of the Surviving Corporation shall not change.

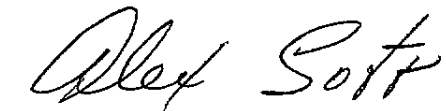
5. The merger shall be effective on December 31, 1997.

DATED this 30 day of December, 1997.

INSOURCE, INC.


ALEX SOTO, President

PENNEKAMP INSURANCE AGENCY, INC.


ALEX SOTO, President

PLAN OF MERGER

1. Parties planning to merge are: InSource, Inc., a Florida corporation and Pennekamp Insurance Agency, Inc., a Florida corporation. Shareholders of InSource, Inc. approved and adopted this Plan of Merger on August 18, 1997. Shareholders of Pennekamp Insurance Agency, Inc. approved and adopted this Plan of Merger on August 25, 1997. The Surviving Corporation shall be InSource, Inc.

2. Terms and conditions of the proposed merger are:

(a) Pennekamp Insurance Agency, Inc. shall merge into and consolidate with the Surviving Corporation. On the date of filing the Articles of Merger with the Florida Secretary of State, Pennekamp Insurance Agency, Inc., shall cease to exist and shall no longer exercise powers, privileges, and franchises under the laws of the State of Florida, its state of incorporation. The Surviving Corporation shall succeed to and acquire the property and assets; exercise all powers, privileges, and franchises; and assume and be liable for all debts and liabilities of the merged corporations.

(b) The State of Incorporation of the Surviving Corporation shall be and remain the State of Florida.

(c) The officers and directors of the Surviving Corporation shall be: J. Hayes Worley, Jr. - Chairman; Harold M. Humphrey - Vice Chairman; Alejandro Soto - President; Phillip C. Lyons - Vice President; Elsa M. Canal - Vice President; William F. Kleis - Vice President; and Charles C. Ball - Secretary/Treasurer.

3. The number of shares of the parties to the Plan of

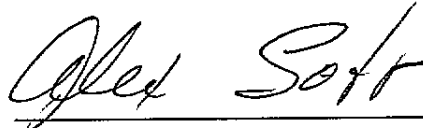
Merger issued an outstanding are: Pennekamp Insurance Agency, Inc.
- 100; InSource, Inc. - 100.

4. Shares of Pennekamp Insurance Agency, Inc. shall not be converted into shares of the Surviving Corporation. Authorized stock of the Surviving Corporation shall not change.

5. The merger shall be effective on December 31, 1997.

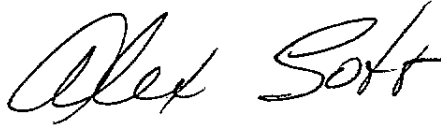
DATED this 30 day of December, 1997.

INSOURCE, INC.

A handwritten signature in cursive script, appearing to read "Alex Soto", written over a horizontal line.

ALEX SOTO, President

PENNEKAMP INSURANCE AGENCY, INC.

A handwritten signature in cursive script, appearing to read "Alex Soto", written over a horizontal line.

ALEX SOTO, President